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(Amended) The footwear of claim 1 wherein the plurality of hollow passages are defined by a first sheet, a second sheet, and a plurality of curved support members. --

Attorney's Docket No.: 10294-539001

## In the abstract:

Please replace the abstract with the following version.

Footwear for protecting a wearer's foot includes an upper that defines an opening for receiving a wearer's foot and an outsole attached to the upper, the upper further including a vamp having a proximal and a distal region, an elastic instep guard positioned on an instep portion of the upper to protect a metatarsal region of the foot, the elastic instep guard extending from the distal region to the proximal region of the vamp which is attached to the toe portion of the steel toe. The instep guard has a plurality of hollow passages.

## In the drawings:

Please amend FIGS. 1 and 4.

A Transmittal of Amended Drawings is attached herein.